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1 UNITED STATES BANKRUPTCY COURT

2 SOUTHERN DISTRICT OF NEW YORK

3 Case No. 10-14215(SMB)

4 - - - - - x

5 In the Matter of:

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7 FGIC CORPORATION,

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9 Debtor.

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13 U.S. Bankruptcy Court

14 One Bowling Green

15 New York, New York

16

17 May 29, 2013

18 10:02 AM

19

20 B E F O R E :

21 HON STUART M. BERNSTEIN

22 U.S. BANKRUPTCY JUDGE

23

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1 HEARING RE: Post-Confirmation Status Conference

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3 HEARING RE: Application for Final Professional Compensation
4 of Kirkland & Ellis, LLP

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6 HEARING RE: Application for Final Professional Compensation
7 of Morrison & Foerster LLP

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9 HEARING RE: Application for Final Professional Compensation
10 of Curtis, Mallet-Prevost, Colt & Mosle LLP

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12 HEARING RE: Garden City Group's Application for
13 Compensation and Reimbursement of Expenses

14

15 HEARING RE: Debtor's Motion for Entry of a Final Decree

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25 Transcribed by: Jamie Gallagher

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1 A P P E A R A N C E S :

2 KIRKLAND & ELLIS LLP

3 Attorney for the Debtor

4 601 Lexington Avenue

5 New York, NY 10022

6

7 BY: PATRICK J. NASH, JR., ESQ.

8

9 MORRISON & FOERSTER LLP

10 Attorney for Official Committee of Unsecured Creditors

11 1290 Avenue of the Americas

12 New York, NY 10104

13

14 BY: JOHN A. PINTARELLI, ESQ.

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16 CURTIS, MALLET-PREVOST, COLT & MOSLE, LLP

17 Conflicts Counsel

18 101 Park Avenue

19 New York, NY 10178

20

21 BY: JAMES V. DREW, ESQ.

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1 P R O C E E D I N G S

2 THE CLERK: All rise.

3 THE COURT: Please be seated. FGIC.

4 MR. NASH: Good morning, Your Honor.

5 THE COURT: Good morning.

6 MR. NASH: Pat Nash from Kirkland & Ellis on
7 behalf of the reorganized debtor. We've got
8 John Pintarelli, who represents creditor's committee.

9 THE COURT: How do you do.

10 MR. DREW: James Drew.

11 MR. NASH: James Drew on behalf of Curtis Mallet.

12 Judge, since we were last in front of you, about
13 60 days ago, the case has gone effective. Every
14 distribution required to be made has been made. Every claim
15 against the estate has been allowed and been paid in
16 accordance with the plan. Which is why, Your Honor, in
17 addition to a couple final fee applications, we also filed
18 and served, and noticed up for today a motion for a final
19 decree.

20 The final fee applications that are in front of
21 Your Honor today are Kirkland & Ellis, my firm's, final fee
22 application; Morrison & Foerster's final fee application, on
23 behalf of the creditor's committee; Curtis Mallet's final
24 fee application, Your Honor, they were conflicts counsel;
25 and then I believe the final fee application of the Garden

1 City Group is in front of Your Honor for today.

2 There were no objections filed to any of the fee
3 applications. The United States Trustee's Office, Your
4 Honor, did file a statement with respect to those
5 applications. In discussions with the United State's
6 Trustee, Your Honor, Kirkland & Ellis agreed to take a
7 voluntary \$11,200 write down with respect to fees sought and
8 a voluntary \$750 write-off, Judge, with respect to expenses.
9 That was the full amount requested by the United States
10 Trustee and we agreed to it, Your Honor.

11 Morrison & Foerster, Your Honor, agreed
12 voluntarily to reduce their fees by \$1,698 and agreed to
13 voluntarily reduce their expenses by \$529.97. With that,
14 Your Honor, there are no issues or objections that I'm aware
15 of.

16 I would point out, as we did say in our motion
17 papers, Judge, the final plan that was -- we started the
18 case on the first day with a plan of reorganization. We
19 ended the case with an amended plan that increased creditor
20 recoveries by 120 percent, Judge.

21 As we do like to do in our cases, we worked very
22 cooperatively with the creditor's committee. We worked very
23 cooperatively behind the scenes, as Your Honor knows, the
24 efficacy and the viability of this plan turned entirely on
25 an underlying insurance company, and a regulated entity and

1 there was that underlying process that we had to wait
2 patiently for.

3 Since we were last in front of Your Honor, the New
4 York Department of Financial Services has given the
5 necessary approvals, which is why the plan was able to go
6 effective. So, we do -- at the risk of straining our elbow
7 to pat ourselves on the back, Judge, we do think we did a
8 good job on the case.

9 THE COURT: But you'll do it anyway.

10 MR. NASH: But we'll do it anyway. Unless Your
11 Honor has any questions, I would ask Your Honor to approve
12 the final fee applications and also enter an order closing
13 the cases, Your Honor.

14 THE COURT: All right. Is there anyone who wants
15 to be heard in connection with any of the applications? The
16 record should reflect there's no response.

17 The applications are granted. You can submit an
18 order and also submit an order for the final decree.

19 MR. NASH: Thank you, Judge.

20 THE COURT: Thank you very much.

21 MR. NASH: Thank you, sir.

22 (Whereupon these proceedings were concluded at 10:06
23 AM)

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1 C E R T I F I C A T I O N
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3 I, Jamie Gallagher, certify that the foregoing transcript is
4 a true and accurate record of the proceedings.

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9 Veritext

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12 Suite 580
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Date: May 30, 2013